

Edgar Filing: REGENCY CENTERS CORP - Form 4

REGENCY CENTERS CORP  
Form 4  
October 02, 2002

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OMB APPROVAL  
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U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(f) of the Investment Company Act of 1940

Check box if no longer subject of Section 16. Form 4 or Form 5 obligations  
may continue. See Instruction 1(b).

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1. Name and Address of Reporting Person\*  
  
Stein Jr. Martin E.  
-----  
(Last) (First) (Middle)  
  
121 West Forsyth Street, Suite 200  
-----  
(Street)  
  
Jacksonville FL 32202  
-----  
(City) (State) (Zip)

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2. Issuer Name and Ticker or Trading Symbol  
  
Regency Centers Corporation (REG)  
-----

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)  
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4. Statement for Month/Day/Year  
  
September 30, 2002  
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5. If Amendment, Date of Original (Month/Day/Year)  
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6. Relationship of Reporting Person to Issuer  
(Check all applicable)

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Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chairman and Chief Executive Officer  
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7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person  
 Form filed by more than one Reporting Person

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 Table I -- Non-Derivative Securities Acquired, Disposed of,  
 or Beneficially Owned  
 =====

| 1.<br>Title of Security<br>(Instr. 3) | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date,<br>if any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) |   | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |         |
|---------------------------------------|--|---|---|---|--|------------------|---------|
|                                       |  |   | Code                                    | V | Amount   | (A)<br>or<br>(D) | Price   |
| Common Stock                          | 09/30/02                                     |   | D(1)                                    |   | 27,883   | D                | \$31.00 |
| Common Stock                          | 09/30/02                                     |   | D(2)                                    |   | 1,175  | D                | \$31.00 |
| Common Stock                          | 09/30/02                                     |   | A(3)                                    |   | 11,761   | A                | (3)     |

\* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Responses)

(Over)

(Form 4-07/98)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned  
 (e.g., puts, calls, warrants, options, convertible securities)

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| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 3A.<br>Deemu-<br>ed<br>Execu-<br>tion<br>Date,<br>if any<br>(Month/<br>Day/<br>Year) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8)<br>-----<br>Code V | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>-----<br>(A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Date Expira-<br>tion<br>Date | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares |
|--|---|--|--|--|--|---|--|
| Employee<br>stock option<br>(right to buy)             | \$31.00   | 09/30/02   |  | A  | 26,255   | 09/30/02 01/13/07   | Common<br>Stock 26,255   |
| Employee<br>stock option<br>(right to buy)             | \$31.00   | 09/30/02   |  | A  | 2,803  | 09/30/02 01/01/06   | Common<br>Stock 2,803  |

Explanation of Responses:

- (1) Represents shares delivered to the issuer in full payment of recourse stock loans made by the issuer in 1994 and 1997 to enable the reporting person to buy shares of common stock under the issuer's Long Term Omnibus Plan. Although the loans pre-dated, and therefore would be grandfathered under, the Sarbanes-Oxley Act of 2002 even if the reporting person were an executive officer, the issuer's compensation committee determined that it would be in the best interests of the company for the executive to prepay these loans in view of the Sarbanes-Oxley Act.
- (2) Represents shares delivered to issuer in full payment of income tax liability in connection with the delivery of shares in repayment of the stock loans.
- (3) Represents restricted shares (subject to vesting requirements) granted under the Long Term Omnibus Plan.
- (4) Shares held by The Regency Group (Nevada) Limited Partnership, the sole general partner of which is a wholly-owned subsidiary of The Regency Group, Inc. All of the outstanding stock of The Regency Group, Inc. is owned by The Regency Square Group II (Nevada) Limited Partnership, the sole general partner of which is a corporation in which all of the outstanding stock is owned by Mr. Stein and members of his family.
- (5) Represents 307,147 shares held by The Regency Group II and 108,235 shares held by Regency Square II. Mr. Stein is a general partner of

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The Regency Group II and Regency Square II and a trustee of a trust that is also a general partner in those Partnerships.

/s/ Linda Y. Kelso

October 2, 2002

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Linda Y. Kelso, as attorney-in-fact  
for Martin E. Stein, Jr.

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Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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